

Tax I.D. No. 26-0241222

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Case No. 18-31274 (MI)

Tax I.D. No. 01-0824545

Case No. 18-31277 (MI)

Tax I.D. No. 95-4068583

Case No. 18-31278 (MI)

Tax I.D. No. 13-3649750

Case No. 18-31279 (MI)

Tax I.D. No. 75-2779594

Case No. 18-31280 (MI)

	§	
In re:	§	Chapter 11
	§	
AMFM TEXAS BROADCASTING, LP,	§	Case No. 18-31281 (MI)
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-2486577	§	
	§	
In re:	§	Chapter 11
	§	
AMFM TEXAS LICENSES, LLC,	§	Case No. 18-31282 (MI)
	§	
Debtor.	§	
	§	
Tax I.D. No. 75-2486580	§	
	§	
In re:	§	Chapter 11
	§	
AMFM TEXAS, LLC,	§	Case No. 18-31283 (MI)
	§	
Debtor.	§	
	§	
Tax I.D. No. 74-2939082	§	
	§	
In re:	§	Chapter 11
	§	
CAPSTAR RADIO OPERATING	§	Case No. 18-31284 (MI)
COMPANY,	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. 13-3922738	§	
	§	
In re:	§	Chapter 11
	§	
CAPSTAR TX, LLC,	§	Case No. 18-31285 (MI)
	§	
Debtor.	§	
	§	
Tax I.D. No. 13-3933048	§	

In re:	§	
CC BROADCAST HOLDINGS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31286 (MI)
Tax I.D. No. 20-2302507	§	
In re:	§	
CC FINCO HOLDINGS, LLC,	§	Chapter 11
Debtor.	§	Case No. 18-31287 (MI)
Tax I.D. No. 26-3757034	§	
In re:	§	
CC LICENSES, LLC,	§	Chapter 11
Debtor.	§	Case No. 18-31288 (MI)
Tax I.D. No. 20-3498527	§	
In re:	§	
CHRISTAL RADIO SALES, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31289 (MI)
Tax I.D. No. 13-2618663	§	
In re:	§	
CINE GUARANTORS II, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31290 (MI)
Tax I.D. No. 95-2960196	§	

In re:	§	
CITICASTERS CO.,	§	Chapter 11
Debtor.	§	Case No. 18-31291 (MI)
Tax I.D. No. 31-1081002	§	
In re:	§	
CITICASTERS LICENSES, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31292 (MI)
Tax I.D. No. 90-0183894	§	
In re:	§	
CLEAR CHANNEL BROADCASTING LICENSES, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31293 (MI)
Tax I.D. No. 88-0309517	§	
In re:	§	
CLEAR CHANNEL HOLDINGS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31294 (MI)
Tax I.D. No. 88-0318078	§	
In re:	§	
CLEAR CHANNEL INVESTMENTS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31295 (MI)
Tax I.D. No. 91-1883551	§	

In re:	§	
CLEAR CHANNEL METRO, LLC,	§	Chapter 11
Debtor.	§	Case No. 18-31296 (MI)
Tax I.D. No. 45-2627822	§	
In re:	§	
CLEAR CHANNEL MEXICO HOLDINGS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31297 (MI)
Tax I.D. No. 81-5048379	§	
In re:	§	
CLEAR CHANNEL REAL ESTATE, LLC,	§	Chapter 11
Debtor.	§	Case No. 18-31298 (MI)
Tax I.D. No. 74-2745435	§	
In re:	§	
CRITICAL MASS MEDIA, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31299 (MI)
Tax I.D. No. 31-1228174	§	
In re:	§	
IHEARTCOMMUNICATIONS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31273 (MI)
Tax I.D. No. 74-1787539	§	

Tax I.D. No. 74-2722883

Case No. 18-31300 (MI)

Tax I.D. No. 27-0263715

Case No. 18-31275 (MI)

Tax I.D. No. 27-0269010

Case No. 18-31276 (MI)

Tax I.D. No. 02-0619566

Case No. 18-31301 (MI)

Tax I.D. No. 27-1992018

Case No. 18-31302 (MI)

In re:	§	
KATZ COMMUNICATIONS, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31303 (MI)
Tax I.D. No. 13-0904500	§	
In re:	§	
KATZ MEDIA GROUP, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31304 (MI)
Tax I.D. No. 13-3779266	§	
In re:	§	
KATZ MILLENNIUM SALES & MARKETING, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31305 (MI)
Tax I.D. No. 06-0963166	§	
In re:	§	
KATZ NET RADIO SALES, INC.,	§	Chapter 11
Debtor.	§	Case No. 18-31306 (MI)
Tax I.D. No. 74-3221051	§	
In re:	§	
M STREET CORPORATION,	§	Chapter 11
Debtor.	§	Case No. 18-31307 (MI)
Tax I.D. No. 54-1526578	§	

<hr/> <p>In re:</p> <p>PREMIERE NETWORKS, INC.,</p> <p>Debtor.</p> <p>Tax I.D. No. 95-4083971</p> <hr/>	<p>§</p> <p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 18-31308 (MI)</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>
<hr/> <p>In re:</p> <p>TERRESTRIAL RF LICENSING, INC.,</p> <p>Debtor.</p> <p>Tax I.D. No. 55-0858211</p> <hr/>	<p>§</p> <p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 18-31309 (MI)</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>
<hr/> <p>In re:</p> <p>TTWN MEDIA NETWORKS, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 52-1124973</p> <hr/>	<p>§</p> <p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 18-31310 (MI)</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>
<hr/> <p>In re:</p> <p>TTWN NETWORKS, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 76-0505148</p> <hr/>	<p>§</p> <p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 18-31311 (MI)</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>

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**DEBTORS' EMERGENCY MOTION SEEKING ENTRY  
OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION  
OF THE CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

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**THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.**

**EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE. A HEARING WILL BE HELD ON THIS MATTER ON MARCH 15, 2018, AT 2:00 P.M. (CT) BEFORE THE HONORABLE MARVIN ISGUR, COURTROOM 404, 515 RUSK STREET, HOUSTON, TX 77002.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”):<sup>1</sup>

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Order of Reference to Bankruptcy Judges (District Court General Order 2012-6)*, dated May 24, 2012 (the “Standing Order”). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> The facts and circumstances supporting this Motion are set forth in the *Declaration of Brian Coleman, Senior Vice President and Treasurer of iHeartMedia, Inc., in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith and incorporated by reference herein.

3. The bases for the relief requested herein are section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 1015(b) and 6003, and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

### **Relief Requested**

4. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (a) directing procedural consolidation and joint administration of these chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of Texas (the “Court”) maintain one file and one docket for all of the jointly administered cases under the case of iHeartMedia, Inc., and that the cases be administered under a consolidated caption, as follows:

### **IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
IHEARTMEDIA, INC., <i>et al.</i> , <sup>1</sup>	§	Case No. 18-31274 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	(Emergency Hearing Requested)

5. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at [www.primeclerk.com/iheartmedia](http://www.primeclerk.com/iheartmedia). The location of Debtor iHeartMedia, Inc.’s principal place of business and the Debtors’ service address is: 20880 Stone Oak Parkway, San Antonio, Texas 78258.

each of the Debtors other than iHeartMedia, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: iHeartMedia, Inc., Case No. 18-31274; AMFM Broadcasting Licenses, LLC, Case No. 18-31277; AMFM Broadcasting, Inc., Case No. 18-31278; AMFM Operating, Inc., Case No. 18-31279; AMFM Radio Licenses, LLC, Case No. 18-31280; AMFM Texas Broadcasting, LP, Case No. 18-31281; AMFM Texas Licenses, LLC, Case No. 18-31282; AMFM Texas, LLC, Case No. 18-31283; Capstar Radio Operating Company, Case No. 18-31284; Capstar TX, LLC, Case No. 18-31285; CC Broadcast Holdings, Inc., Case No. 18-31286; CC Finco Holdings, LLC, Case No. 18-31287; CC Licenses, LLC, Case No. 18-31288; Christal Radio Sales, Inc., Case No. 18-31289; Cine Guarantors II, Inc., Case No. 18-31290; Citicasters Co., Case No. 18-31291; Citicasters Licenses, Inc., Case No. 18-31292; Clear Channel Broadcasting Licenses, Inc., Case No. 18-31293; Clear Channel Holdings, Inc., Case No. 18-31294; Clear Channel Investments, Inc., Case No. 18-31295; Clear Channel Metro, LLC, Case No. 18-31296; Clear Channel Mexico Holdings, Inc., Case No. 18-31297; Clear Channel Real Estate, LLC, Case No. 18-31298; Critical Mass Media, Inc., Case No. 18-31299; iHeartCommunications, Inc., Case No. 18-31273; iHeartMedia + Entertainment, Inc., Case No. 18-31300; iHeartMedia Capital I, LLC, Case No. 18-31275; iHeartMedia Capital II, LLC, Case No. 18-31276; iHeartMedia Management Services, Inc., Case No. 18-31301; iHM Identity, Inc., Case No. 18-31302; Katz Communications, Inc., Case No. 18-31303; Katz Media Group, Inc., Case No. 18-31304; Katz Millennium Sales & Marketing, Inc., Case No. 18-31305; Katz Net Radio Sales, Inc., Case No. 18-31306; M Street Corporation, Case No. 18-31307; Premiere Networks, Inc., Case No. 18-31308; Terrestrial RF Licensing, Inc., Case No. 18-31309; TTWN Media Networks, LLC, Case No. 18-31310; TTWN Networks, LLC, Case No. 18-31311. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 18-31274 (MI).**

### **Background**

6. iHeartMedia, Inc. (“iHeart”) and its direct and indirect Debtor and non-Debtor subsidiaries are a diversified media and entertainment business headquartered in San Antonio, Texas, with approximately 17,000 employees operating in the Americas, Europe, and Asia. These entities operate three primary business segments: (i) iHeartMedia (the “iHM Segment”), (ii) Americas Outdoor Advertising, and (iii) International Outdoor Advertising (Americas Outdoor Advertising and International Outdoor Advertising together, the “Outdoor Segments”). The Debtors in these cases operate the iHM Segment, which provides media and entertainment services via broadcast and digital delivery and also includes other businesses, including a national syndication business, a live-events business, and a media representation business (collectively, “iHM”). Non-Debtor affiliates (including, among others, Clear Channel Outdoor

Holdings, Inc., Clear Channel Outdoor, Inc., and Clear Channel International BV) operate the Outdoor Segments, which provide outdoor advertising services in North America and internationally using various digital and traditional display types.

7. For the year ended December 31, 2017, the Debtors recognized approximately \$1.01 billion of OIBDAN and \$3.58 billion of revenue. As of the Petition Date (as defined herein), the funded debt obligations of iHeart and its direct and indirect Debtor and non-Debtor subsidiaries totaled over \$20 billion, while the Debtors' funded obligations totaled approximately \$16 billion.

8. On March 14, 2018 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

#### **Basis for Relief**

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtor entities that commenced chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 provides for the joint administration of related chapter 11 cases.

10. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The

entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

#### **Emergency Consideration**

12. Pursuant to Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm." To avoid confusion and facilitate a smooth transition into these chapter 11 cases, it is critical that the cases be jointly administered during the first 21 days, a period during which there will be a significant volume of docket filings and other procedure. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003, and therefore respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

#### **Notice**

13. Notice of the hearing on the relief requested in the Motion has been provided by the Debtors in accordance and compliance with Bankruptcy Rules 4001 and 9014, as well as the Bankruptcy Local Rules, and is sufficient under the circumstances. Without limiting the

forgoing, due notice was afforded, whether by facsimile, electronic mail, overnight courier or hand delivery, to parties in interest, including (a) the Office of the United States Trustee for the Southern District of Texas; (b) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent for the Debtors' receivables based credit facility; (d) the agent for the Debtors' term loan credit facility; (e) the indenture trustees for the Debtors' priority guarantee notes, 14.0% senior notes due 2021, 6.875% senior notes due 2018, and 7.25% senior notes due 2027; (f) counsel to an ad hoc group of lenders under the Debtors' term loan credit facility and priority guarantee noteholders; (g) counsel to an ad hoc group of lenders under the Debtors' term loan credit facility; (h) counsel to an ad hoc group of holders of 6.875% senior notes due 2018 and 7.25% senior notes due 2027; (i) counsel to an ad hoc group of holders of 14.0% senior notes due 2021; (j) the Office of the United States Attorney for the Southern District of Texas; (k) the state attorneys general for states in which the Debtors conduct business; (l) the Internal Revenue Service; (m) the Securities and Exchange Commission; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Houston, Texas  
March 15, 2018

/s/ Patricia B. Tomasco

Patricia B. Tomasco (TX Bar No. 01797600)  
Matthew D. Cavanaugh (TX Bar No. 24062656)  
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*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**Certificate of Service**

I certify that on March 15, 2018, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco